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LAW OFFICES OF
LOUIS E. GITOMER, LLC.**SURFACE TRANSPORTATION BOARD**600 BALTIMORE AVENUE, SUITE 301
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410-296-2225

July 11, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Release, a secondary document, dated as of July 10, 2012. The primary document to which this is connected is recorded under Recordation Number 25764. We request that this document be recorded under Recordation Number 25764-D.

The names and addresses of the parties to the Partial Release are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway
Tucker, GA 30084

Assignor:

David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202-4214

The Partial Release is terminating the rights, interests and claims created under the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of July 22, 2005, which was recorded under Recordation No. 25764-B. There is no change to the equipment subject to the liens.

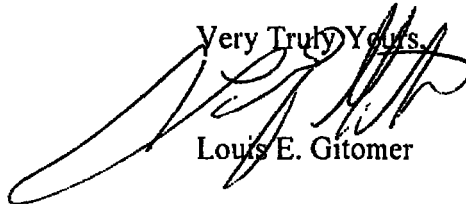
Ms. Cynthia T. Brown
July 11, 2012
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Partial Release by Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, Tucker, GA 30084, and David J. Joseph Company, 300 Pike Street, Cincinnati, OH 45202-4214, terminating the rights, interests and claims created under the Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of July 22, 2005, which was recorded under Recordation No. 25764-B. There is no change to the equipment subject to the liens.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosure

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PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

This Partial Release is entered into as of July 11, 2012, by and between BANC OF AMERICA LEASING & CAPITAL, LLC, a limited liability company organized under the laws of the State of Delaware ("BALC") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("DJJ").

WITNESSETH:

WHEREAS, DJJ, as lessor and Tennessee Valley Authority, as lessee ("Lessee"), entered into that certain Railroad Equipment Lease dated as of July 19, 2005 (the "Lease" and together with all other documents and instruments executed in connection therewith, the "Lease Documents") for two hundred forty (240) railcars bearing the railroad reporting markings set forth on Schedule I hereto (the "Units");

WHEREAS, DJJ and Lessee memorialized the Lease of record by filing a Memorandum of Railroad Equipment Lease Agreement dated as of July 19, 2005 (the "Memorandum of Lease") with the Surface Transportation Board ("STB");

WHEREAS, the Memorandum of Lease was recorded with the STB and assigned Recordation No. 25764;

WHEREAS, BALC (as successor-in-interest to LaSalle National Leasing Corporation) and DJJ are parties to that certain Purchase and Sale Agreement dated as of July 22, 2005 (the "Agreement") pursuant to which: (a) BALC purchased from DJJ all of DJJ's rights, title and interest in, to and under the Lease Documents and the Units; and (b) BALC granted to DJJ certain rights in the Units which operated as a lien thereon;

WHEREAS, BALC and DJJ memorialized the Agreement of record by filing a Memorandum of Assignment and Assumption Agreement dated as of July 22, 2005 between DJJ, as assignor and BALC, as assignee (the "Memorandum of Assignment and Assumption Agreement") with the STB;

WHEREAS, the Memorandum of Assignment and Assumption Agreement was recorded with the STB and assigned Recordation No. 25764-A;

WHEREAS, BALC and DJJ further memorialized the Agreement of record by filing a Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of July 22, 2005 (the "Memorandum of Rights") with the STB;

WHEREAS, the Memorandum of Rights was recorded with the STB and assigned Recordation No. 25764-B;

WHEREAS, BALC made public the merger of LaSalle National Leasing Corporation with and into BALC (effective as of December 31, 2008), by filing a Notice of Merger dated as of February 11, 2009 ("Notice of Merger") with the STB;

WHEREAS, the Notice of Merger was recorded with the STB and assigned Recordation No. 25764-C;

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. The Memorandum of Rights is hereby terminated and, except for any rights and/or obligations of the respective parties thereunder which expressly survive its expiration or termination, each of

BALC and DJJ hereby agree to release all rights, interests or claims to, and all liens and encumbrances upon, the Units as set forth in the Memorandum of Rights.

2. BALC and DJJ each desire to execute this Partial Release for purposes of memorializing of record the agreements set forth herein.
3. This Partial Release may be executed in one or more counterparts and when so executed, each such counterpart shall be binding upon the parties hereto, notwithstanding that both parties are not signatories to the same counterpart.
4. This Partial Release shall be effective as of the date first set forth above.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Partial Release to be executed and delivered by their duly authorized representatives as of the date set forth above.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: E-Dee L. Martin

Name: E-Dee L. Martin

Title: Vice President

THE DAVID J. JOSEPH COMPANY

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Partial Release to be executed and delivered by their duly authorized representatives as of the date set forth above.

BANC OF AMERICA LEASING & CAPITAL, LLC

By: _____

Name: _____

Title: _____

THE DAVID J. JOSEPH COMPANY

By: Kelly C. Poellein

Name: Kelly C. Poellein

Title: VP Finance, Brokerage

STATE OF Colorado
COUNTY OF Arapahoe

)
) SS:
)

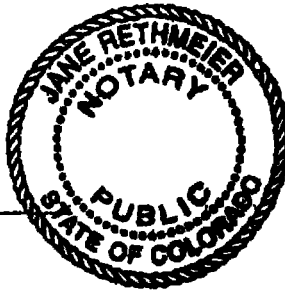
On this 6th day of July, 2012, before me the subscriber, Jane Rethmeier a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named E-Dee L. Martin to me personally known, who stated and acknowledged that she is the Vice President of Banc of America Leasing & Capital, LLC, a Delaware limited liability company, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 6th day of July, 2012.

Jane Rethmeier
(Notary Signature)

My commission expires:

4-9-13



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 21st day of June, 2012 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Kelly C Poulton, to me personally known, who stated and acknowledged that he is the VP Finance, Brokerage of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in ^{her} capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of June, 2012.

Angela Denise Watts
(Notary Signature)

My commission expires:

N/A

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

**SCHEDULE I
TO
PARTIAL RELEASE**

CARS: Two Hundred Forty (240), 2005 FreightCar America built, rapid discharge railcars bearing reporting marks: JTSX 900972-JTSX 901211, inclusive.